

# ELLIS:LAWHORNE

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September 8, 2005

## VIA HAND-DELIVERY

The Honorable Charles L.A. Terreni  
Chief Clerk  
**South Carolina Public Service Commission**  
Post Office Drawer 11649  
Columbia, South Carolina 29211

RE: Epicus, Inc. and Epicus Communications Group, Inc. for Authority to Complete an Assignment of Assets and to Grant Authority to Epicus Communications Group, Inc. to provide Local Exchange and Interexchange services, for Alternative Regulation First Granted in Docket No. 95-661-C and for Flexible Regulation First Granted in Docket No. 97-467-C  
**Docket No. 2005-24C, Our File No. 1075-10325**

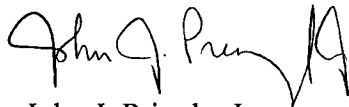
Dear Mr. Terreni:

Enclosed is the original and ten (10) copies of the **Application** filed on behalf of Epicus, Inc. and Epicus Communications Group, Inc. in the above-referenced matter.

Please acknowledge your receipt of this document by file-stamping the copy of this letter enclosed, and returning it via the person delivering same.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,



John J. Pringle, Jr.

JJP/cr

cc: ✓ Office of Regulatory Staff Legal Department  
Alvin S. Goldstein, Esquire  
Mr. Joseph Dubinski

Enclosures

SC PUBLIC SERVICE  
COMMISSION

2005 SEP -8 AM 10:51

RECEIVED

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SA-1

BEFORE THE  
PUBLIC SERVICE COMMISSION  
OF SOUTH CAROLINA

DOCKET NO. 2005-264-C

SC PUBLIC SERVICE  
COMMISSION

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RECEIVED

In re: Joint Application of

Epicus, Inc. and Epicus Communications Group, Inc.

for Authority to Complete an Assignment of Assets and to  
Grant Authority to **Epicus Communications Group, Inc.** to  
provide Local Exchange and Interexchange services, for  
Alternative Regulation First Granted in Docket No. 95-661-C  
and for Flexible Regulation First Granted in Docket No. 97-  
467-C

JOINT APPLICATION

Pursuant to S.C. Code Ann. §§ 58-9-280 and 58-9-310, Epicus, Inc. ("**Epicus**"), and Epicus Communications Group, Inc. ("**ECG**") (collectively referred to as "**Petitioners**"), by their attorneys, hereby respectfully request that the South Carolina Public Service Commission ("**Commission**") grant the transfer of Epicus's authority and control to provide resold local and long distance telecommunication services ("**Authorized Service**") to ECG in connection with a Chapter 11 Bankruptcy reorganization plan. Petitioners request that the Commission allow Epicus' existing certificate of public convenience and necessity to be transferred to ECG or, alternatively, that the Commission grant ECG certification to provide local exchange and interexchange services in South Carolina. Petitioners further request that ECG be regulated subject to alternative regulation as was first granted by the Commission in Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C, and flexible regulation as first granted in Order No. 98-165 issued in Docket No. 97-467-C.

On October 25, 2004, ECG and Epicus filed for relief under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of Florida. The Debtors' Joint Plan of Reorganization (the "**Plan**") is currently pending before the Bankruptcy Court. **Exhibit A.** Generally, the Plan calls for the acquisition of the assets and business operations of Epicus by a reorganized ECG. Epicus, a wholly owned subsidiary of ECG, is an active and certificated carrier of telecommunications services in South Carolina. Thus, Petitioners also request that the Commission consent to the transfer of substantially all of the assets of Epicus in furtherance of ECG providing the same telecommunication services as presently being provide by Epicus. The Plan will be beneficial to the involved companies as well as the customers of Epicus. Approval of the Plan will not in any way be detrimental to the public interests of this State.

After the effective date of the Plan, ECG will provide the same telecommunication services to Epicus's former customers because Epicus will no longer offer telecommunication services in South Carolina. Thus, in addition to requesting approval of the transfer of Epicus's Authorized Service to ECG, Petitioners also request approval of the discontinuation of Epicus's telecommunication services in South Carolina, pursuant to S.C. Code § 58-9-300, as of the effective date of the Plan. The Plan is not expected to result in any loss or impairment of service to any customers. Customers will continue to receive their existing telecommunication services at the same rates, terms, and conditions and any future changes in rates, terms or conditions of service will be made consistent with Commission's requirements. The only change will be in the corporate structure of the customers' service provider. Thus, from a customer's point of view, the reorganization will be transparent and the service will be seamless and uninterrupted.

The Petitioners respectfully request expedited treatment and consideration of this Petition. This is because the Petitioners anticipate that the Bankruptcy Court will confirm the Plan in mid to late September with a target effective date of October 15, 2005. In support of this Petition, the Petitioners provide the following information:

**I. THE PETITIONERS**

**A. Epicus, Inc.**

Epicus is a privately held corporation with principal offices located at 610 Crescent Executive Court, Suite 300, Lake Mary, Florida 32746. Appended hereto is a copy of Epicus's Articles of Incorporation. **Exhibit B.** Also appended is a list of officers and directors of Epicus, Inc. **Exhibit C.** Epicus is certified to transact business in South Carolina. **Exhibit D.** Epicus is currently a certified local and long distance provider in the State of South Carolina. **Exhibit E.** Epicus offers small businesses and residential consumers an integrated set of telecommunication products and services, including local exchange, local access, domestic and international long distance telephone, data and dial up access to the Internet.

**B. Epicus Communications Group, Inc.**

ECG is a publicly held Florida corporation with principal offices located at 1750 Osceola Drive, West Palm Beach, Florida 33409. Appended hereto is a copy of ECG Articles of Incorporation. **Exhibit F.** Also appended hereto is a list of ECG officers and directors. **Exhibit G.** ECG is certified to transact business in South Carolina. **Exhibit H.** As noted above, ECG is requesting transfer of Epicus's Authorized Services so that ECG can resell local and long distance telecommunication services in South Carolina. Pursuant to the Plan, ECG has the financial, managerial and technical qualifications needed to provide quality telecommunication services to the consumers of South Carolina.

## II. DESIGNATED CONTACTS

### Local Counsel:

John J. Pringle, Jr., Esquire  
ELLIS, LAWHORNE & SIMS, P.A.  
P.O. Box 2285  
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### Counsel:

Alvin S. Goldstein, Esquire  
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One Boca Place, Suite 337W  
2255 Glades Road  
Boca Raton, Florida 33431  
Tel. (561) 395-0500  
Fax (561) 338-7532

### With copies to:

Joseph Dubinski, Esquire  
Bryan Cave, LLP  
3500 One Kansas City Place  
1200 Main Street  
Kansas City, Missouri 64105  
(816) 374-3200  
(816) 374-3300 (Facsimile)

## III. DESCRIPTION OF THE PLAN AND TRANSFER OF CUSTOMERS

The Plan is currently pending before the U.S. Bankruptcy Court for the Southern District of Florida. The Plan will be accomplished through, among other things, a debenture sale to the NIR Group, LLC. Additionally, the Plan provides for the change of ECG's capital structure. The reorganized capital structure will be as follows:

<b><u>Party</u></b>	<b><u>Ownership</u></b>
Ocean Avenue Advisors LLC	52.5%
Haryman Parties (Gerard Haryman, Thomas Donaldson, Aptek, Inc. and	30.4%

each of their respective agents, affiliates, or entities under their control)

Existing ECG Stockholders (other than the Haryman Parties)	9.6%
Unsecured Creditors of EPICUS	7.5%

The Plan's proposed transfer of customers from Epicus to ECG will have no adverse impact on customers. After the effective date of the Plan, ECG will provide the same local and long distance telecommunication services to former customers of Epicus. Customers will continue to receive their existing services at the same rates, terms, and conditions and any future changes in the rates, terms and conditions will be made consistent with Commission's requirements. To ensure a seamless transaction and avoid customer confusion or inconvenience, Petitioners will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with the applicable Federal Communications Commission and state requirements. A copy of the notification letter that will be sent to the affected customers is appended hereto as **Exhibit I**.

#### **IV. PUBLIC INTEREST ANALYSIS**

Grant of the instant application will serve the public interest, convenience, and necessity. The Plan will serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of ECG to compete in the marketplace and to provide telecommunication services to consumers in this state at competitive rates. Petitioners anticipate that customers will experience a seamless transition of service providers. Further these customers will be sufficiently notified of the Plan and their rights. In sum, grant of this Petition will serve the public interest by furthering competition in the South Carolina telecommunication market, as

a result of the strengthened competitive position of ECG. A proposed Notice of Filing is attached hereto as Exhibit J.

#### **V. EXPEDITED REVIEW**

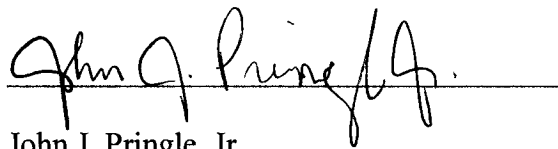
The Petitioners respectfully request expedited treatment and consideration of this Petition. This is because the Petitioners anticipate that the Bankruptcy Court will confirm the Plan in mid to late September with a target effective date of October 15, 2005. To that end, Petitioners respectfully request that the Commission expedite the processing and grant approval of this Petition as soon as possible.

#### **VI. CONCLUSION**

For the reasons stated herein, Petitioners respectfully request that the Commission approve the transfer of Epicus's assets and authority and control to provide resold local and long distance telecommunication services to ECG in connection with the Plan. Petitioners respectfully request that the Commission grant all the relief requested herein, and any additional relief the Commission determines is appropriate, as soon as possible.

DATED this 8<sup>th</sup> of September, 2005.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "John J. Pringle, Jr.", is written over a horizontal line.

John J. Pringle, Jr.  
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**Counsel for Epicus, Inc. and  
Epicus Communications Group, Inc.**